

CONVENING NOTICES
GENERAL MEETINGS OF BONDHOLDERS
TECHNIP

Société anonyme with a share capital of €93,281,878.63
Registered office: 89, avenue de La Grande Armée – 75116 Paris
Registered number: 589 803 261 R.C.S. PARIS

The holders of the bonds issued by Technip (the “**Company**”) pursuant to bond issues described below are convened by the Board of directors, pursuant to article L. 228-58 of the French commercial code, to the general meetings of bondholders to be held on **Tuesday 8 November 2016** and at the registered office of the Company at the times set out below, in the event the general meetings of bondholders of 26 October 2016 could not validly deliberate due to a lack of quorum:

Issuance	ISIN	Time
€200 million private placement, coupon 5%, due July 2020	FR0010828095	9:00
€150 million private placement, coupon 3.4%, due June 2022	FR0011273887	9:30
€75 million private placement, coupon 4%, due June 2027	FR0011273432	10:00
€100 million private placement, coupon 4%, due June 2032	FR0011270487	10:30
€100 million private placement, coupon 3.75%, due October 2033	FR0011575448	11:00
€130 million private placement, coupon 3.15%, due October 2023	FR0011574540	11:30
€125 million private placement, coupon 3.15%, due October 2023	FR0011593300	12:00
€497.6 million OCEANES, due 1 January 2017	FR0011163864	12:30

In order, for each of the general meetings of bondholders, to deliberate on the following agenda:

- Review and approval of the contemplated cross-border merger by absorption of the Company with and into TechnipFMC, an English law company; and
- Power of attorney to complete the formalities.

Draft resolutions submitted to each of the general meetings of bondholders

First resolution (*Approval of the contemplated cross-border merger by absorption of the Company with and into TechnipFMC, an English law company*). – The general meeting of bondholders, deliberating pursuant to the quorum and majority requirements applicable to general meetings of bondholders and having reviewed, amongst others, the report of the Board of directors which is available on Technip’s website (www.technip.com), approves, in accordance with the provisions of articles L.228-65 and L.236-13 of the French commercial code, the contemplated cross-border merger by absorption of the Company with and into TechnipFMC, an English law company, under the conditions set forth in the common draft terms of the cross-border merger dated 4 October 2016 and in the Business Combination Agreement dated 14 June 2016 entered into between the Company, FMC Technologies, Inc. and TechnipFMC.

Second resolution (*Power of attorney*). - The general meeting of bondholders, deliberating in accordance with the quorum and majority requirements, grants all powers to the holder of an original or certified copy of these resolutions in order to carry out any and all filings and formalities as required by law.

Terms and conditions of participation

Formalities to be completed prior to the meetings - Any bondholder, regardless of the number of bonds he/she owns, will be entitled to participate in the meeting of the general body of bondholders (*masse des obligataires*) to which he/she belongs pursuant to the laws and regulations in force.

Any bondholder may participate in the meeting of the general body of bondholders (*masse des obligataires*) to which he/she belongs provided that his/her bonds are recorded in an account opened at his/her name with Euroclear France, as authorized intermediary, on the second business day (*jour ouvré*) preceding the date of the said meeting at 00:00 a.m. (Paris time).

In order to exercise their rights, the bondholders are required to present a certificate of registration (*attestation d'inscription en compte*) dated, at the latest, as of this date. The recording or accounting registration of the bonds in bearer form financial securities accounts held by the authorized intermediary is acknowledged by a certificate of participation (*attestation de participation*) issued by the said authorized intermediary and attached to the executed voting form and proxy.

Means of participation - Any bondholder has the right to attend the meeting of the general body of bondholders (*masse des obligataires*) to which he/she belongs in person. Alternatively, bondholders may choose to give a proxy to a representative of their choice, other than individuals referred to in articles L.228-62 and L.228-63 of the French commercial code or may choose to vote by mail. Postal voting or proxy forms are delivered to any bondholder upon request to the Company. Bondholders who already voted by postal voting or sent a proxy may transfer, at any time, all or part of their bonds. If a transfer occurs before the second business day preceding the date of the meeting at 00:00 a.m. (Paris time), unless otherwise expressly stated in the relevant issuance agreement (*contrat d'émission*), the Company invalidates or amends accordingly the vote by postal voting or the proxy sent by the bondholder before the opening of the meeting. As the case may be, the authorized intermediary notifies the transfer to the Company or its agent and communicates any necessary information for this purpose.

Voting forms (or proxies, as the case may be) and attached certificates of registration must be delivered to the registered office of the Company, at the latest on **4 November 2016**. Electronic voting forms may be received at the latest on **7 November 2016 at 3:00 p.m.**

Right of the bondholders to communications – Pursuant to applicable laws and regulations, all documentation that shall be disclosed for the purposes of the meetings are made available to the bondholders at the Company's registered office within statutory time limits.

For any additional information in relation to the meetings, bondholders should contact CACEIS Corporate Trust at the following address:

CACEIS Corporate Trust

Service Assemblées générales centralisées

14 rue Rouget de Lisle

92862 Issy-Les-Moulineaux CEDEX 09

FRANCE

The Board of Directors